### DECLARATION

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated next to my name;

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled:

### A SYSTEM AND METHOD FOR UPGRADING BIOMETRIC DATA

	A SYSTEM ANI	DMETHOL	FOR UPGRA	ADING BIOMETRIC DAT	Ά	
the specification	of which:					
[] was fi	led as PCT Internationa			n, and was amended on _ and was amended under		
amended by any a I acknow to me to be mater I hereby patent, any foreig least one country application(s) for designating at least having a filing data.	amendment referred to a wledge the duty to disclerial to the patentability of claim foreign priority by application(s) for investment than the United Sepatent, any foreign app	above; ose to the U. of said inven oenefits unde entor's certif tates of Ame olication(s) for the United	S. Patent and tion in accorder 35 U.S.C. § ficate, or any lerica listed belor inventor's cal States of Am	Trademark Office all informance with 37 C.F.R. §1.56; 119 and/or §365 of any fore PCT international applicatio low; I have also identified be pertificate, or any PCT international filed by me on the san ity is claimed:	nation which eign application(s) designateleow any fore elow any fore national appli	is known on(s) for ting at eign ication(s)
COUNTRY/II	NTERNATIONAL		CATION MBER	DATE OF FILING (day, month, year)	PRIOI CLAII	
					[] YES	[] NO
			·····		[] YES	[] NO
I hereby below:	claim the benefit under	· 35 U.S.C. §	119(e) of any	United States provisional a	pplication(s)	listed
	(Application Number)		(Filing Date)	(day, month, year)	·	
	(Application Number)		(Filing Date)	(day, month, year)		

I hereby claim the benefit under 35 U.S.C. §120 and/or §365 of any United States application(s) or of any international application(s) designating the United States of America that is/are listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior application(s) in the manner provided by the first paragraph of 35 U.S.C. §112, I acknowledge the duty to disclose to the U.S. Patent and

Trademark Office all information known to me to be material to patentability as defined in 37 C.F.R. §1.56 which became available between the filing date(s) of the prior application(s) and the national or PCT international filing date of this application:

Prior U.S. Application(s) or PCT International Applications Designating the U.S. for benefit under 35 U.S.C. §120

	U.S. APPLICATIONS		STATUS (check one)			
U.S. APPLICATION	I NO. U.S. FILIN	NG DATE (day, month, year)	Pending	Patented	Abandoned	
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				[]	[]	
PCT APPLIC	CATIONS DESIGNATI	ING THE U.S.				
PCT APPLICATION NO.	PCT FILING DATE (day, month, year)	U.S. APPLICATION NOS. (if any)				
			[]	[]	[]	
			[]	[]	[]	

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

application or any patent issued thereon.	
Full name of first inventor: Timothy L. Robinson	, ,
Inventor's signature Residence: 12145 Chancery Station Circle, Reston, VA 20190 Citizen of: United States of America Post Office Address: Same	Date 5/3/2004
Full name of second inventor: Bradford R. Schildt	
Inventor's signature  Residence: 560 South 41st Street, Boulder, CO 80305  Citizen of: United States of America  Post Office Address: Same	Date
Full name of third inventor: Tennille V. Goff	
Inventor's signature Craller Residence: 7710 Heming Place, Springfield, VA 22157  Citizen of: United States of America  Post Office Address: Same	Date May 3, 2004
Full name of fourth inventor: Daniel J. Corwin  Inventor's signature  Residence: 44812 Ashlar Terrace, #202, Ashburn, VA 20147	Date May 3, 2004
Citizen of: United States of America	

Post Office Address:

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Trademark Office all information known to me to be material to patentability as defined in 37 C.F.R. §1.56 which became available between the filing date(s) of the prior application(s) and the national or PCT international filing date of this application:

Prior U.S. Application(s) or PCT International Applications Designating the U.S. for benefit under 35 U.S.C. §120

	U.S. APPLICATIONS		ST	ATUS (chec	k ane)
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I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first inventor: Timothy L. Robinson	
Inventor's signature  Residence: 12145 Chancery Station Circle, Reston, VA 20190	Date
Citizen of: United States of America	•
Post Office Address: Same	
Full name of second inventor: Bradford R. Schildt	
Inventor's signature Bull & Sull	Date 5/4/04
Residence: 560 South 41st Street, Boulder, CO 80305	
Citizen of: United States of America	
Post Office Address: Same	
Full name of third inventor: Tennille V. Goff	
Inventor's signature	Date
Residence: 7710 Heming Place, Springfield, VA 22151	
Citizen of: United States of America	
Post Office Address: Same	
Full name of fourth inventor: Daniel J. Corwin	
Inventor's signature	Date
Residence: 44812 Ashlar Terrace, #202, Ashburn, VA 20147	
Citizen of: United States of America	

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<b>v.</b>					
	Attorney Docket	No: U016 (BPAY.0050000)		PATEN	T
	IN TI	HE UNITED STATES PATE	ENT AND TRADEM	MARK OFFICE	
	In re application o	f Robinson et al.			
	Serial No.:	To Be Assigned	Examiner:	To Be Assigned	
	Confirmation No.:	To Be Assigned	Art Unit:	To Be Assigned	
	Filed: H	erewith			
	For: A	SYSTEM AND METHOD FO	OR UPGRADING B	IOMETRIC DATA	
	Commissioner for P Alexandria, VA 223				
	POW	ER BY ASSIGNEE AND STA	TEMENT UNDER 3	7 C.F.R. §3.73(b)	
	the registered practi provided below pow in connection with t issuing therefrom. The assigns	ee of the entire right, title, and int tioners of the Law Office of Dua ver to act, prosecute, and transact his application, any applications be certifies that to the best of its k and to the above-identified applica-	ne S. Kobayashi includ all business in the U.S claiming priority to this nowledge and belief it	led in the Customer Number  B. Patent and Trademark Offices  S application, and any patents  is the owner of the entire righ	ce S
		assignment document, a copy of assignment previously recorded			,
	Please dire	et all telephone calls and correspo	andence to:		
		Law Office of D	uane S. Kobayashi		
			y Downs Way		
			VA 20194 i) 464-7902		
		· · · · · · · · · · · · · · · · · · ·	3) 935-0276		
		CUSTOMER NUM	-		
	The unders	ioned (whose title is supplied bek	ow) is empowered to si	on this statement on behalf of	f

Company: BioPay, LLC

Signature: Bradford R. Schildt
Title: Executive Vice President

the assignee.

Date: \_\_

#### ASSIGNMENT

Timothy L. Robinson, residing at 12145 Chancery Station Circle, Reston, VA 20190, Bradford R. Schildt, residing at 560 South 41st Street, Boulder, CO 80305, Tennille V. Goff, residing at 7710 Heming Place, Springfield, VA 22151, and Daniel J. Corwin, residing at 44812 Ashlar Terrace, #202, Ashburn, VA 20147, (each referred to as "Assignor") have made an invention(s) (the "Invention(s)") set forth in an application for patent of the United States, entitled A SYSTEM AND METHOD FOR UPGRADING BIOMETRIC DATA, and which is a:

(1)	[] provisional a	pplication	
	(a)	[] to be filed herewith; or	
	(b)	[] bearing Application No. , and filed on	; or
(2)	[X] non-provis	ional application	
	(a)	[X] to be filed herewith; or	
	(b)	[ ] bearing Application No.	_, and filed on

WHEREAS, BioPay, LLC, a corporation duly organized under and pursuant to the laws of Virginia, and having its principal place of business at 580 Herndon Parkway, Suite 100, Herndon, VA 20170, (the "Assignee"), is desirous of acquiring the entire right, title, and interest in: the Invention(s); the application for patent identified in paragraph (1) or (2); the right to file applications for patent of the United States or other countries on the Invention(s); any application(s) for patent of the United States or other countries claiming priority to these application(s); and any patent(s) of the United States or other countries that may be granted therefor or thereon.

NOW, THEREFORE, for good and sufficient consideration, the receipt of which is hereby acknowledged, and to the extent that the Assignor has not done so already via a prior agreement with the Assignee, or if the Assignor has already done so via a prior agreement with the Assignee then in confirmation of any obligation to do so in said prior agreement, the Assignor has sold, assigned, transferred, and set over, and by these presents does sell, assign, transfer, and set over, unto the Assignee, its successors, legal representatives, and assigns, the Assignor's entire right, title, and interest in:

- (a) the Invention(s);
- (b) the application for patent identified in paragraph (1) or (2);
- (c) the right to file applications for patent of the United States or other countries on the Invention(s), including all rights under the Paris Convention for the Protection of Industrial Property and under the Patent Cooperation Treaty;
  - (d) any application(s) for patent of the United States or other countries claiming the Invention(s);
- (e) any application(s) for patent of the United States or other countries claiming priority to the application for patent identified in paragraph (1) or (2) or any application(s) for patent claiming the Invention(s), including any division(s), continuation(s), and continuation(s)-in-part; and
- (f) any patent(s) of the United States or other countries that may be granted for or on any application for patent identified in the preceding paragraphs (b) (e), including any reissue(s) and extension(s) of said patent(s).

The above-granted rights, titles, and interests are to be held and enjoyed by the Assignee, for its own use and behalf and the use and behalf of its successors, legal representatives, and assigns, as fully and entirely as the same would have been held and enjoyed by the Assignor had this sale and assignment not been made.

The Assignor hereby represents to the Assignee, its successors, legal representatives, and assigns, that, at the time of execution and delivery of these presents, or if applicable, at such time said prior agreement was executed, the Assignor is a lawful owner of an undivided interest in the entire right, title, and interest in and to the Invention(s), that the Invention(s) are unencumbered, except, if applicable, by obligation to assign in accordance with said prior agreement, and that the Assignor has good and full right and lawful authority to sell and convey the same in the manner set forth herein.

The Assignor hereby covenants and agrees to and with the Assignee, its successors, legal representatives, and assigns, that the Assignor will sign all papers and documents, take all lawful oaths, and do all acts necessary or required to be done in connection with any and all proceedings for the procurement, maintenance, enforcement and defense of the Invention(s), said applications, and said patents, including interference proceedings, without charge to the Assignee, its successors, legal representatives, and assigns, but at the cost and expense of the Assignee, its successors, legal representatives, and assigns.

The Assignor hereby authorizes and requests the attorneys of the LAW OFFICE OF DUANE S. KOBAYASHI to insert in the spaces provided above the filing date, the application number, and the attorney docket number of the application identified in paragraph (1) or (2) when known.

The Assignor hereby requests the Commissioner of Patents to issue said patents of the United States to the Assignee for the sole use and behalf of the Assignee, its successors, legal representatives, and assigns.

-211

Date:	By:		
	, <del></del>	Timothy L. Robinson	<del></del>
State of Virginua			
County of fairfax ss.			
On May 3, 2004, before me, L. Robinson, personally known to me or prove whose name(s) is/are subscribed to the within i same in his/her/their authorized capacity(ies), a the entity upon behalf of which the person(s) and	d to me on the basis of sati instrument and acknowledg and that by his/her/their sig	ed to me that he/she/they ex nature(s) on the instrument	person(s) ecuted the
WITNESS my hand and official seal.			
Sucia Cind			
Signature of Notary Public	Pla	ace Notary Seal Above	,, <u>-</u> · }

My Commission Expires September 30, 2007

-/s/snu

Date:		By:
		Bradford R. Schildt
State of		
State of	) ss.	
County of		
name(s) is/are subscribed to the	he within instrument ity(ies), and that by h	, personally appeared Bradford ne on the basis of satisfactory evidence, to be the person(s) whose and acknowledged to me that he/she/they executed the same in nis/her/their signature(s) on the instrument the person(s), or the recuted the instrument.
WITNESS my hand and offic	ial seal.	
Signature of Notary Public	<del></del>	Place Notary Seal Above
Date: <u>(25) / 5 き / 2 5</u> 0・	4	By: Circle V. Goff
State of MAINIA		(, ·
State of <u>Virginua</u> County of Fairfax	 ss. )	
V. Goff, personally known to name(s) is/are subscribed to the	me or proved to me the within instrument ity(ies), and that by h	no, personally appeared Tennille on the basis of satisfactory evidence, to be the person(s) whose and acknowledged to me that he/she/they executed the same in his/her/their signature(s) on the instrument the person(s), or the secuted the instrument.
WITNESS my hand and offic	yal seal.	
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My Commission Expires September 30, 2007

Date: 5 4 04 By: State of County of Parallel Company:  State of Colorado  State of Colora	Date: 5 4 py By: Bradford R. Schildt    State of Colorade   Sa. County of R. Schildt   State of Colorade   Sa. County of R. Schildt   State of Colorade   Sa. County of R. Schildt   State of Colorade   Sa. County of R. Schildt   State of Colorade   Sa. County of R. Schildt   State of Colorade   Sa. County of R. Schildt   State of Colorade   Sa. County of R. Schildt   State of Colorade   Sa. County of R. Schildt   State of Colorade   Sa. County of R. Schildt   State of Colorade   Sa. County of R. Schildt   State of Colorade   Sa. County of R. Schildt   State of Colorade   Sa. County of Sa. Colorade	s: er:	_	87 <i>4</i>					in 27 sec	
Date: 5 4 94 By:	Date: 5 4 94 By: By: Bradford R. Schildt  State of Colorado  County of Parlace  On 5-04-2664 before me, Datricia A Enrich  On before me, Datricia A Enrich  Determined before or the person(s) whose name(s) is fare subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(es), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.  WITNESS my hand and official seal.  WY OMMSSON DIFFS 4809  Signature of Notary Fabilic  By: Tennille V. Goff  State of	er:	309 406 26	374						
Date: 5 4 94 By: By: Bradford R. Schildt    State of County of Brade   Bradford R. Schildt	Date: 5 4 p4 By: By: Bradford R. Schildt  State of Colorado S. County of Bradford Date: S. County of S. County			717			Company	:		
Date: 5 44 94   By:   Bradford R. Schild!	Date: 5 4 p4  By: Fraction R. Schild:  State of Colorado S.  County of B. 1dde S.  County of B. 1dde S.  County of B. 1dde S.  On 5-04-304, before me, Arrichia personally appeared Bradford R. Schildt personally known to me or proved to me on the basis of satisfactory evidence, to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized expectify(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.  WITNESS my hand and official seal.  WY COMMISSION DOPES (\$200)  Signature of Notary Public  By: Tennille V. Goff  State of S.  County of S.  County of D.  On personally known to me or proved to me on the basis of satisfactory evidence, to be the person(s) whose name(s) is are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their ignature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.		04 04 0	0.00-	D4 0-1			500 405		
State of	State of Colorado  State of Colorado  Sa.  County of Pades  On 5-04-304 before me, Intricia African personally appeared Bradford R. Schildt, personally known to me or proved to me on the basis of satisfactory evidence, to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ics), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.  WITNESS my hand and official seal.  WY COMMSSION DIFFES 4520  Signature of Notary Public  By:  Tennille V. Goff  State of  State of  State of  On before me, personally appeared Tennille V. Goff, personally known to me or proved to me on the basis of satisfactory evidence, to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the centity upon behalf of which the person(s) acted, executed the instrument.	пау	U4 U4 U.	c: 36p	Brad Sci	11196		309-406	5-267 <del>4</del>	
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County of B	County of Bodder  On 5-04-3034 before me, Article A Finice M personally appeared Bradford R. Schildt, personally known to me or proved to me on the basis of satisfactory evidence, to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.  WITNESS my hand and official seal.  WITNESS my hand and official seal.  Signature of Notary Public  By:  Tennille V. Goff  State of  Ss.  County of  On		State of_	Colorad	(c)	<del></del>	<del>-</del> -			
name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.  WITNESS my hand and official seal.  WITNESS my hand and official seal.  Signature of Notary Public  By:  Tennille V. Goff  State of  State of  On	name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.  WINNESS my hand and official seal.  WINNESS my hand and official seal.  WINNESS my hand and official seal.  Signature of Notary Public  By:  Tennille V. Goff  State of  State of  On  before me,  V. Goff, personally known to me or proved to me on the basis of satisfactory evidence, to be the person(s) whose name(s) is/arc subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/ber/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.		County of	Bailde						
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Signature of Notary Public   By:   Tennille V. Goff	Signature of Notary Public  By:  Tennille V. Goff  State of		'		on pasou(s	) acted, executed	the instrument.			
Date:	Date: By: Tennille V. Goff		WITNES	s my hand and	l official scal.	157 6644196	MU EVERPO ARMAN			
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On, before me,, personally appeared Tennille  V. Goff, personally known to me or proved to me on the basis of satisfactory evidence, to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) and he/she/they executed the same in	On	(	Signature	icio al Pr	ic V	-		Place Notar		
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and the second of which the passin(s) acted, executed the instrument.	WITNESS my hand and official seal.	(	Signature  Date:  State of  County of	of Notary Pub	) ss)	By:		Place Notar	Goff	
WITNESS my hand and official seal.			Signature  Date:  County of  On  V. Goff, per name(s) is/s his/her/their	of Notary Pub	ss. , before n to me or prove to the within ins	me,	asis of satisfactory enowledged to me the	Place Notar  Tennille V.	Goff  mally appeared e the person(s) v	whose
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Received Event (Event Succeeded)

Date: 05 03/2009	By: Daniel J. Corwin
State of NYGINIA )	
County of Fairfax	
Corwin, personally known to me or proved to m name(s) is/are subscribed to the within instrumer	e on the basis of satisfactory evidence, to be the person(s) whose nt and acknowledged to me that he/she/they executed the same in y his/her/their signature(s) on the instrument the person(s), or the executed the instrument.
WITNESS my hand and official seal	
Signature of Notary Public	Place Notary Seal Above

My Commission Expires September 30, 2007

## **Received Event (Event Succeeded)**

5/4/04 4:34 PM Date: Time: 9 3 min 27 sec Pages: **Duration:** Sender: 309 406 2674 Company: Subject Fax Number p.5 May 04 04 02:36p Brad Schildt 309-406-2674 Тур

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STATEMENT CL	AIMING SM	ALL ENTITY	STATUS		Docket Number (Optional) U016 (BPAY.0050000)
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the owner of the sma	# business concer	n identified below: m empowered to act	on behalf of the	cancem identifie	d below:
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NAME OF SMALL BUSIN	ess concern <b>B</b>	NoPay, LLC			<del></del>
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